

MORRISON & FOERSTER LLP

SAN FRANCISCO
LOS ANGELES
DENVER
PALO ALTO
WALNUT CREEK
SACRAMENTO
ORANGE COUNTY
SAN DIEGO
BUENOS AIRES

ATTORNEYS AT LAW

2000 PENNSYLVANIA AVENUE, NW
WASHINGTON, D.C. 20006-1888
TELEPHONE (202) 887-1500
TELEFACSIMILE (202) 887-0763

COPY

NEW YORK
WASHINGTON, D.C.
NORTHERN VIRGINIA
LONDON
BRUSSELS
BEIJING
HONG KONG
SINGAPORE
TOKYO

January 12, 2001

By Messenger

Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245

Re: Updated Form 602 for VoiceStream Wireless Corporation

Dear Sir or Madam:

Enclosed for filing please find an original and two (2) copies of an updated FCC Form 602 for **VoiceStream** Wireless Corporation ("VoiceStream"). Also enclosed is a copy marked "Stamp Return." Please date-stamp the Stamp Return copy and return it to us in the self-addressed stamp envelope provided for that purpose.

Very truly yours,



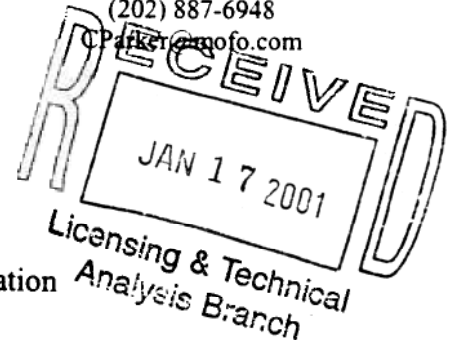
Christa M. Parker
Admitted to Practice in NY Only

Enclosures

Writer's Direct Contact

(202) 887-6948

CParker@mofo.com




**FCC 602
Main Form**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 - 0799
see instructions for
public burden estimate

Applicant/Licensee Information

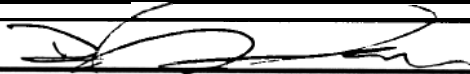
1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): VoiceStream Wireless Corporation		3) Applicant TIN: 	

Related FCC Regulated Businesses of Applicant/Licensee (continued)

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
VS Washington Corporation and Subsidiaries (see Attachment 2)			
Omnipoint Corporation and Subsidiaries (see Attachment 2)			
Aerial Communications, Inc. and Subsidiaries (see Attachment 2)			
Cook Inlet /VoiceStream PCS, LLC and Subsidiary (see Attachment 2)			
Cook Inlet/VS GSM II PCS, LLC and Subsidiaries (see Attachment 2)			
Cook Inlet/VS GSM III PCS, LLC and Subsidiaries (see Attachment 2)			
Cook Inlet VoiceStream PV/SS PCS Partners, L.P. and Subsidiary (see Attachment 2)			
Powertel, Inc. and subsidiaries (see Attachment 2)			

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Dan	MI:	Last Name: Menser	Suffix: Esq.
Title: Corporate Counsel			
Signature: 			Date: 1/11/01
Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503)			

58

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): Hutchison Telecommunications PCS (USA) Limited		3) Disclosable Interest Holder's TIN: N/A (not a U.S. company)	
4) Disclosable Interest Holder's Address: Hutchison House, 10 Harcourt Road, Hong Kong			
5) Type of Interest in Applicant (D) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):	
		7) Percent of Interest Held in Applicant: 19.82% Equity and 21.95% Voting (See Attachment 1)	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C Voting (See Attachment 1)		9) Disclosable Interest Holder's Country of Citizenship: British Virgin Islands	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): The ownership interest is direct. See Attachment 1.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Besides VoiceStream, no 10% or greater interests in FCC regulated businesses are owned by this disclosable interest holder.			

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual)	MI	Last Name	Suffix
---	----	-----------	--------

2) Disclosable Interest Holder's Name (if entity):

Hutchison Whampoa Limited

3) Disclosable Interest Holder's TIN:

N/A (not a U.S. company)

4) Disclosable Interest Holder's Address: Hutchison House, 10 Harcourt Road, Hong Kong			
5) Type of Interest in Applicant I (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): C (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 19.82% Equity and 21.95% Voting (See Attachment 1)	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C Voting (See Attachment 1)		9) Disclosable Interest Holder's Country of Citizenship: Hong Kong	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Attachment 1.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held.
Besides VoiceStream, no 10% or greater interests in FCC regulated businesses are owned by this disclosable interest holder.			

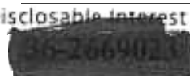
Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
--	-----	------------	---------

2) Disclosable Interest Holder's Name (if entity):
Telephone and Data Systems, Inc. ("TDS")

3) Disclosable Interest Holder's TIN:



4) Disclosable Interest Holder's Address. **30 North LaSalle Street, Suite 400, Chicago, IL 60602**

6) Type of Interest in Applicant D (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 12.61% Equity and 13.97% Voting (See Attachment 1)
6) Disclosable Interest Holders Type of Ownership (refer to instructions for list): C Voting	9) Disclosable Interest Holder's Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): The ownership interest is direct. See Attachment 1.		

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See TDS' FCC Form 602, filed on Oct. 20, 2000.			

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Deutsche Telekom AG ("DT")		3) Disclosable Interest Holder's TIN: N/A (not a U.S. company)	
4) Disclosable Interest Holder's Address: Friedrich-Ebert-Allee 140.53113 Bonn, Germany			
5) Type of Interest in Applicant (D) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (Aktiengesellschaft organized under the laws of the Federal Republic of Germany)		7) Percent of Interest Held in Applicant: 11.08% Equity and 1.53% Voting (See Attachment 1)
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): P Voting		9) Disclosable Interest Holder's Country of Citizenship: Federal Republic of Germany	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): The ownership interest is direct. See Attachment 1.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11 a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11 b) Principal Business:	11 c) TIN:	11 d) Percent of Interest Held:
See DT's FCC Form 602, filed on Sept. 18, 2000.			

ATTACHMENT 1

**OWNERSHIP DISCLOSURE STATEMENT FOR
VOICESTREAM WIRELESS CORPORATION**

VoiceStream Wireless Corporation (“**VoiceStream**”), a Delaware corporation, submits this updated Federal Communications Commission (“Commission” or “FCC”) Form 602 to reflect minor changes in its ownership resulting from its consummation of recently approved transfers of control of certain licensee subsidiaries of Cook Inlet Region, Inc. (“CIRI”) to **VoiceStream**.¹ As a result of these transactions, CIRI is now a stockholder of **VoiceStream** holding 7,759,804 common shares. This 602 also reflects the consummation of a transfer of SSPCS Corporation’s interest in Cook Inlet PV/SS PCS Partners, L.P. to **VoiceStream** in exchange for 153,063 shares of newly issued **VoiceStream** stock. As a result of these two transactions, **VoiceStream**’s other stockholder shares have been proportionately diluted.

In addition to showing **VoiceStream**’s current ownership, this form shows **VoiceStream**’s ownership as it would exist following the FCC’s grant of consent to and closing upon the pending transfer control of Powertel, Inc. (“Powertel”) to **VoiceStream**.²

The following describes (a) **VoiceStream**’s current ownership structure and (b) **VoiceStream**’s ownership structure if the **VoiceStream/Powertel** transfer is consummated

¹ See Applications of Cook Region, Inc., Transferor, and **VoiceStream** Wireless Corporation, Transferee, for Consent to Transfer of Control of Licenses and Authorizations and for Consent to Transfer an International Section 214 Authorization; and Cook Inlet/**VoiceStream** PCS, LLC et al. Petition for Declaratory Ruling Under Section 31 0(b)(4) of the Communications Act of 1934, as Amended, WT Docket No. 00-207, DA 00-2397, File No. ITC-T/C-20001013-00604, File No. ISP-PDR-20001020-0003 (WTB Dec. 13, 2000).

² See IB Docket No. 00-1 87. On August 26, 2000, Powertel and **VoiceStream** entered into an Agreement and Plan of Reorganization that, on consummation, would render Powertel a wholly owned subsidiary of **VoiceStream**. Closing on this transaction is contingent upon termination of a proposed merger between Deutsche Telekom AG (“DT”) and **VoiceStream** pursuant to an Agreement and Plan of Merger entered into on July 23, 2000, as amended and restated September 28, 2000. A separate Agreement and Plan of Merger between DT and Powertel was entered into on August 26, 2000, as amended and restated September 28, 2000. In connection with its proposed mergers with VoiceStream and Powertel, respectively, DT filed two parallel sets of applications seeking Commission consent to transfers of control of **VoiceStream** and Powertel from their respective shareholders to DT. In the event that the Commission approves the **VoiceStream/DT** transfer of control, the proposed transfer of control from Powertel to **VoiceStream** will not be consummated. However, should the Commission not approve the transfer of control of **VoiceStream** to DT, the transfer of control of Powertel to **VoiceStream** will occur following grant of the FCC’s consent.

with the FCC's consent.

I. CURRENT OWNERSHIP AND CONTROL OF VOICESTREAM

On a fully diluted basis, the following entities currently hold a ten percent or more ownership interest or other interest subject to reporting in **VoiceStream**:³

A. Deutsche Telekom AG ("DT")

DT, a corporation organized under the laws of the Federal Republic of Germany, is headquartered at Friedrich-Ebert-Allee 140, 53 113 Bonn, Germany. DT currently holds 3,906,250 shares of **VoiceStream's** preferred stock which may be voted on a 1: 1 basis with **VoiceStream** common stock, giving DT a 1.53% voting interest in **VoiceStream**. Such 3,906,250 preferred shares are convertible at DT's option into 3 1,250,000 shares of common stock, but only in the event that DT's proposed merger with **VoiceStream** is terminated. Accordingly, such stock represents an 11.08% equity interest in **VoiceStream** on an as-converted basis. Upon conversion, DT would have the right to appoint two members to **VoiceStream's** Board of Directors, which would then consist of either eighteen or nineteen members (depending upon whether Telephone and Data systems, Inc. has appointed a Board member at that time), including the two DT appointees.

DT provides local, long distance, mobile telephony, Internet, data, cable television, and other telecommunications and information services in Germany and other foreign countries. Pursuant to Section 214 of the Communications Act, DT is also authorized to provide facilities-based and resale services between the U.S. and certain other countries. These services are described in greater detail in the DT-VoiceStream transfer of control application.⁴

B HUTCHISON TELECOMMUNICATIONS PCS (USA) LIMITED ("HTPCSL")

HTPCSL, a British Virgin Islands corporation, holds 55,899,252 shares of **VoiceStream's** common stock. Such stock represents a 19.82% equity interest and an 2 1.95% voting interest in **VoiceStream**.⁵

³ The equity percentages listed in Section I are based on a denominator of 282,045,014 shares of common stock, treating Deutsche Telekom AG's ("DT's") preferred shares on an as-converted basis. The voting percentages are based on a denominator of 254,701,264, which includes only current common shares. Both denominators include the common shares issued on December 14, 2000 to CIRI and on December 15, 2000 to SSPCS Corporation..

⁴ See IB Docket No. 00-1 87. The authorized contact for DT in the United States is Hans-Willi Hefekäuser, 1020 19th Street, N.W., Suite 850, Washington, D.C., 20036.

⁵ These figures include shares held by HTPCSL's affiliate, **Hutchison** Telecommunications Holdings (USA) Limited ("HTHL"). The increase in HTPCSL's voting interest since **VoiceStream** last filed its FCC Form 602 on September 18, 2000, stems from HTPCSL's recent

HTPCSL is a wholly owned subsidiary of Hutchison Whampoa Limited (“Hutchison”), a Hong Kong limited liability holding company. HTPCSL, HTHL, and Hutchison are located at Hutchison House, 10 Harcourt Road, Hong Kong.⁶ Hutchison is principally engaged in seven core businesses: telecommunications, property, ports, retail, manufacturing, energy and infrastructure. It holds telecommunications interests in Hong Kong, Great Britain, and southeast Asia. Aside from their interests in **VoiceStream**, however, HTPCSL and HTHL hold no other interests in FCC-regulated businesses.

C. TELEPHONE AND DATA SYSTEMS. INC. (“TDS”)

TDS, a Delaware corporation, currently holds **35,570,494** shares of **VoiceStream** common stock or a 12.61% equity interest and a 13.97% voting interest. **TDS’s** principal offices are located at 30 North **LaSalle** Street, Chicago, Illinois 60602.

TDS is a diversified telecommunications company with cellular and **wireline** telephone operations. TDS conducts substantially all of its cellular operations through its 80.7 percent-owned subsidiary, United States Cellular Corporation (“US Cellular”). US Cellular is a publicly traded company with U.S. operations covering 145 managed markets in 26 states (serving **2,602,000** customers as of December 31, 2000). TDS conducts substantially all of its **wireline** telephone business through its wholly owned subsidiary, TDS Telecommunications Corporation (“TDS Telecom”). As of December 31, 1999, TDS Telecom operated 104 Incumbent Local Exchange Carrier telephone companies serving 571,700 access lines in 28 states. TDS Telecom also offers services as a Competitive Local Exchange Carrier serving 74,100 access lines.

D. OTHER INTERESTS

Based on the criteria set forth in Section 1.2 112(a) of the Commission’s Rules, and the Wireless Telecommunications Bureau’s May 25, 1999, Public Notice clarifying information to be disclosed on FCC Form 602,⁷ there are no officers or directors of **VoiceStream** who have disclosable interests in **VoiceStream**. Out of an abundance of caution, however, **VoiceStream** provides additional information regarding the officers and directors listed below, either because they represent (but do not control) shareholder interests of 10 percent or greater on **VoiceStream’s** Board

conversion of 7,606 non-voting junior preferred shares into **26,227,586** common shares.

⁶ The authorized contact for Hutchison, HTPCSL and HTHL in the United States is David Leach, Dewey Ballantine LLP, 1775 Pennsylvania Avenue, N.W., Washington, D.C., 20006-**4605**.

⁷ See *Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602*, Public Notice, DA 99-1001 (May 25, 1999).

of Directors or because they are key management personnel within **VoiceStream**

1. Canning K.N. Fok -- Mr. Fok is a member of **VoiceStream's** Board of Directors. Mr. Fok is Hutchison's Group Managing Director. He is also Chairman of Hutchison Telecommunications (Australia) Limited and Partner Communications Company Ltd., Deputy Chairman of Cheung Kong **Infrastructure** Holdings Limited and Hongkong Electric Holdings Limited and Director of Cheung Kong (Holdings) Limited. Mr. Fok is a citizen of the United Kingdom, and his principal business office is located at **Hutchison** House, 10 Harcourt Road, Hong Kong. As an officer of Hutchison and affiliates thereto, he represents **VoiceStream** common stock held by HTPCSL and HTHL and, indirectly, by Hutchison.

2. Susan M.F.W. Chow and Frank J. Sixt -- Ms. Chow and Mr. Sixt became members of **VoiceStream's** Board of Directors following the Omnipoint merger. Both also serve as Executive Directors of Hutchison, Executive Directors of Cheung Kong Infrastructure Holdings Limited, and Directors of Hongkong Electric Holdings Limited, tom.com Limited, and Partner Communications Company Limited. Additionally, Mr. Sixt serves as Group Finance Director of Hutchison, Director of Cheung Kong (Holdings) Limited and Hutchison Telecommunications (Australia) Limited, and Ms. Chow serves as Deputy Group Managing Director of Hutchison. Ms. Chow and Mr. Sixt are citizens of Hong Kong and Canada, respectively; the principal business office of each is located at Hutchison House, 22nd Floor, 10 Harcourt Road, Hong Kong. As officers of Hutchison and affiliates thereto, each represents **VoiceStream** common stock held by HTPCSL and HTHL and, indirectly, by **Hutchison**.

3. John W. Stanton -- Mr. Stanton is Chairman of **VoiceStream's** Board of Directors and its Chief Executive Officer. He is a United States citizen with principal business offices at 12920 S.E. 38th Street, Bellevue, Washington 98006.

4. Robert R. Stapleton-- Mr. Stapleton is **VoiceStream's** President and a member of its Board of Directors. He is a United States citizen with principal business offices at 12920 S.E. 38th Street, Bellevue, Washington 98006.

5. Douglas G. Smith-- Mr. Smith is a Vice Chairman of **VoiceStream's** Board of Directors. He is a United States citizen with principal business offices at 12920 S.E. 38th Street, Bellevue, Washington 98006.

6. Donald Guthrie-- Mr. Guthrie is a Vice Chairman of **VoiceStream's** Board of Directors. He is a United States citizen with principal business offices at 12920 **S.E.** 38th Street, Bellevue, Washington 98006.

No other person or entity holds a 10 percent or more interest, or other disclosable interest, in **VoiceStream**.

II. OWNERSHIP AND CONTROL OF VOICESTREAM IF THE POWERTEL TRANSFER IS CONSUMMATED

The following entities which currently hold a ten percent or greater **ownership** interest or other interest subject to reporting in **VoiceStream** on a fully diluted basis would hold the interests shown below following FCC consent and consummation of the transfers of control of the Powertel subsidiaries to **VoiceStream**.⁸

A. DT

DT holds **3,906,250** convertible preferred shares, which could be converted into **31,250,000** shares of **VoiceStream** voting common stock in the event that DT exercised its conversion option. The converted shares would constitute a 9.64 percent beneficial and voting interest in **VoiceStream**.

B HTPCSL

HTPCSL holds and would hold **55,899,252** shares of **VoiceStream's** common stock. As such, **HTPCSL's** stock would constitute 17.25 percent of the voting interests and of the total equity in **VoiceStream**. As noted above, HTPCSL is a direct, wholly owned subsidiary of Hutchison.

C. TDS

TDS holds and would hold **35,570,494** shares of **VoiceStream** common stock, which would constitute a 10.98 percent beneficial and voting interest in **VoiceStream**.

D. OTHER INTERESTS

The other interests set forth in Section **II.D** above would remain the same.

No other person or entity would hold a 10 percent or more interest, or other disclosable interest, in **VoiceStream**. Applicant will update the information in the instant filing as necessary

⁸ The equity and voting percentages listed in Section **II** are based on the same denominator of **324,009,015** shares of common stock, anticipating the former shareholders of Powertel as shareholders of **VoiceStream** and treating the preferred shares of DT on an as-converted basis. This equity and voting denominator includes the common shares issued on December 14, 2000 to CIRI and on December 15, 2000 to SSPCS Corporation.

pursuant to Section 1.919(b) of the rules, or upon Commission request.

ATTACHMENT 2

Disclosable Interests of VoiceStream Wireless Corporation

On consummation of its transactions with Cook Inlet Region, Inc. and Powertel, Inc., VoiceStream Wireless Corporation will have disclosable interests in the FCC-regulated businesses described in these tables.

VoiceStream Wireless Corporation and Subsidiaries

Name	Principal Business	TIN	Percent of Interest Held
VoiceStream PCS I License LLC. 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
VoiceStream PCS II License Corporation 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
VoiceStream PCS III License Corporation 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
VoiceStream PCS BTA I License Corporation 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
VoiceStream PCS LMDS Corporation 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (LMDS)	[REDACTED]	100%
VoiceStream SMR Corporation 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (SMR)	[REDACTED]	100%
VoiceStream Wireless Corporation 12920 SE 38th Street, Bellevue, WA 98006	International Section 214 Global Resale	[REDACTED]	100%
Iowa Wireless Services Holding Company 3 12 8 th Street, Suite 410, Des Moines, IA 50309	commercial mobile radio services (PCS)	[REDACTED]	38%
NPI-Omnipoint Wireless, L.L.C. 3054 Cass Road, Traverse City, MI 49684	commercial mobile radio services (PCS)	[REDACTED]	20.00%
STPCS D Block, LLP 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	17.81%
STPCS F Block, LLP 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	17.81%

Aerial Communications, Inc. and Subsidiaries

Name	Principal Business	TIN	Percent of Interest Held
Aerial Communications, Inc. 12920 SE 38th Street, Bellevue, WA 98006	International Section 214 Resale & Experimental Authority	[REDACTED]	100%
APT Columbus, Inc. 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
APT Houston, Inc. 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
APT Kansas City, Inc. 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
APT Minneapolis, Inc. 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
APT Pittsburgh Limited Partnership 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
APT Tampa/Orlando, Inc. 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
Wireless Alliance, LLC 3905 Dakota St. SW, Alexandria, MN 56308	commercial mobile radio services (PCS)	[REDACTED]	30%

Omnipoint Corporation and Subsidiaries

Name	Principal Business	TIN	Percent of Interest Held
Omnipoint Albany-Schenectady-Glen Falls E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Boston Area DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Boston D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Boston-Keene D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Buffalo Area DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%

Name	Principal Business	TIN	Percent of Interest Held
Omnipoint Buffalo-Olean D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Communications C Operations, LLC 12920 SE 38th Street, Bellevue, WA 98006	International Section 214 Global Resale	[REDACTED]	100%
Omnipoint Communications DEF Operations, LLC 12920 SE 38th Street, Bellevue, WA 98006	International Section 214 Global Resale	[REDACTED]	100%
Omnipoint Communications Inc. 12920 SE 38th Street, Bellevue, WA 98006	Telephone Maintenance & Experimental Authority	[REDACTED]	100%
Omnipoint Communications MB Operations, LLC 12920 SE 38th Street, Bellevue, WA 98006	International Section 214 Global Resale	[REDACTED]	100%
Omnipoint Communications Midwest Operations, LLC 12920 SE 38th Street, Bellevue, WA 98006	International Section 214 Global Resale	[REDACTED]	100%
Omnipoint Corporation 12920 SE 38th Street Bellevue, WA 98006	Experimental Authority	[REDACTED]	100%
Omnipoint DC Area DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint DC-Salisbury D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Little Rock-El Dorado E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Miami E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint MI-Indiana Area DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint MI-Indiana-Findlay D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint MI-Indiana-Lima D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint New England DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint New York D License, LLC 3 Bethesda Metro Center, Suite 400, Bethesda, MD 20814	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint NY MTA License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	95.59%
Omnipoint Petoskey D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	International Section 214 Global Resale	[REDACTED]	100%
Omnipoint St. Louis DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Wichita-E. Hutchinson E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%

Cook Inlet PV/SS PCS Partners, L.P.'s Subsidiary

Name	Principal Business	TIN	Percent of Interest Held
Cook Inlet VoiceStream PV/SS PCS Partners, LP. 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	—	60%
Cook Inlet/VoiceStream PV/SS PCS, LP. 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	79.96%

Cook Inlet/VoiceStream PCS, LLC's Subsidiary

Name	Principal Business	TIN	Percent of Interest Held
Cook Inlet /VoiceStream PCS, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	80.01%
Cook Inlet/VoiceStream License Company LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	80.01%

Cook Inlet/VS GSM II PCS, LLC and Subsidiaries

Cook Inlet/VS GSM II PCS, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Atlantic City License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%
Omnipoint Dover License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%
Omnipoint Philadelphia License LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%

Cook Inlet/VS GSM III PCS, LLC and Subsidiaries

Cook Inlet/VS GSM III PCS, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%
CIVS PA I, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%
CNS PA II, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%
CIVS PA III, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%
D&E/Omnipoint Wireless Joint Venture, LP. 4139 Oregon Pike, Ephrata, PA 17522	commercial mobile radio services (PCS) and International Section 214 Global Resale	[REDACTED]	50%
Omnipoint Philadelphia-E. Lancaster E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS) and International Section 214 Global Resale	[REDACTED]	50%

Powertel, Inc. and Subsidiaries

Name	Principal Business	TIN	Percent of Interest Held
Powertel, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
Powertel Atlanta Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
Powertel Birmingham Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
Powertel Jacksonville Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
Powertel Kentucky Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
Powertel Knoxville Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
Powertel Memphis Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
Powertel Nashville Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale	[REDACTED]	100%